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Attorneys for Agents to the Prepetition Secured Lenders

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re:	:	Chapter 11
	:	
LEXINGTON PRECISION CORP., <u>et al.</u> ,	:	Case No. 08-11153 (MG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**Notice of Corrected Collective Exhibit B to the Prepetition Secured Lenders' Motion to (I)
Approve the Proposed Disclosure Statement, (II) Approve the Procedures to Solicit
Acceptances of the Prepetition Secured Lenders' Proposed Plans and (III) Schedule a
Hearing and Establish Notice and Objection Procedures for Confirmation of Prepetition
Secured Lenders' Proposed Plans (Related Doc. No. 698)**

PLEASE TAKE NOTICE THAT CapitalSource Finance LLC, as Revolver Agent under the Prepetition Credit Agreement, and CSE Mortgage LLC, as Term Loan Agent under the Prepetition Loan Agreement (collectively, the "Agents"), filed with this court on September 3, 2009, a motion to (a) approve the proposed disclosure statement, (b) approve the solicitation procedures for the proposed plans, (c) schedule a hearing and establish notice and objection

procedures for confirmation of the proposed plans, and (d) exhibits to this motion (collectively the “Motion”).

PLEASE TAKE FURTHER NOTICE THAT the Agents inadvertently filed an incomplete Collective Exhibit B (Forms of Ballots) to the Motion.

PLEASE TAKE FURTHER NOTICE THAT a true, correct, and complete copy of the Collective Exhibit B to the Motion is attached hereto as Schedule 1.

PLEASE TAKE FURTHER NOTICE THAT a true, correct and complete copy of Collective Exhibit B to the Motion was served on the parties to the Debtors’ creditor matrix and “Master Service List” on September 4, 2009.

Dated: September __, 2009
New York, New York

Respectfully submitted:

WALLER LANSDEN DORTCH & DAVIS LLP

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and

CARTER LEDYARD & MILBURN LLP

/s/ Aaron R. Cahn

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Counsel to Agents for the Prepetition Secured Lenders

SCHEDULE 1

COLLECTIVE EXHIBIT B

Forms of Ballots for LRG Plan:

B-1A: Form of LRG Ballot for Classes 2(a), 2(b), 3, 4, and 5

B-1B: Form of LRG Ballot for Class 5 (potential contract/lease rejection damage Claims – only where holder has no other General Unsecured Claims Against LRG)

B-2A: Form of LRG Ballot for Class 6 – Beneficial Holders

B-2B: Form of LRG Master Ballot for Class 6 – Voting Nominees

Forms of Ballots for LPC Plan:

B-3A: Form of LPC Ballot for Classes 2(a), 2(b), 3, 4, and 5

B-3B: Form of LPC Ballot for Class 5 (Senior Subordinated Notes Claim only) – Beneficial Holders

B-3C: Form of LPC Master Ballot for Class 5 (Senior Subordinated Notes Claims only) – Voting Nominees

B-3D: Form of LPC Ballot for Class 5 (potential contract/lease rejection damage Claims – only where holder has no other General Unsecured Claims Against LPC)

B-4A: Form of LPC Ballot for Class 6 – Beneficial Holders

B-4B: Form of LPC Master Ballot for Class 6 – Counsel to Beneficial Holders

B-5A: Form of LPC Ballot for Classes 7, 8 and 9 – Beneficial Holders

B-5B: Form of LPC Master Ballot for Class 7, 8 and 9 – Voting Nominees

EXHIBIT B-1A
(Form of LRGI Ballot for Classes 2(a), 2(b), 3, 4, and 5)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : **Chapter 11**
LEXINGTON RUBBER GROUP, INC., : **Case No. 08-11156 (MG)**
Debtor. : **(Jointly Administered under**
: **Case No. 08-11153 (MG))**
-----X

BALLOT FOR HOLDERS OF CLASS ____
[INSERT NAME OF CLASS]

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Rubber Group, Inc. ("LRGI"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class ____ (__[INSERT NAME OF CLASS]__) includes claims by _____
on account of _____. **THIS BALLOT IS ONLY FOR THE HOLDERS OF**
[INSERT NAME OF CLASS].

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the "Voting Deadline")**, unless such time is extended in writing by the Plan Proponents.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Amount of [INSERT NAME OF CLASS] Claims. For purposes of voting to accept or reject the Proposed Plan, the undersigned hereby certifies that as of _____, 2009, the undersigned was the beneficial holder (or authorized signatory for a beneficial holder) of a [INSERT NAME OF CLASS] Claim against LRGI in the amount set forth below.

Amount: \$ _____

ITEM 2. Vote on the Proposed Plan. The holder of the [INSERT NAME OF CLASS] Claim Against LRGI identified in Item 1 hereby votes to:

Check one box: ☐ Accept the Proposed Plan
 ☐ Reject the Proposed Plan

ITEM 3. Certification as to Claims Against LRGI held in Additional Accounts. By completing and returning this Ballot, the holder certifies that it has not submitted any other Ballots for other Claims in this Class held in other accounts or other record names.

ITEM 4. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated August ____, 2009 (as it may be further amended, supplemented or modified, the “Disclosure Statement”), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the [INSERT NAME OF CLASS] Claims Against LRGI identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Plan Proponents’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: _____
Social Security or Federal Tax I.D. No. of Claimant: _____
Signature: _____
Name of Signatory (if different than claimant): _____
If by Authorized Agent, Title of Agent: _____
Street Address: _____
City, State and Zip Code: _____
Telephone Number: _____
Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF CLASS ____
[INSERT NAME OF CLASS]**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class ____ if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class ____ voting on the Proposed Plan. In the event that Class ____ rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class ____ and all other Classes of Claims rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in LRGI (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class ____ vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the “Voting Deadline”)**, unless such time is extended in writing by the Plan Proponents. The Solicitation Agent is Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. if you have a Claim in Class ____, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - d. if you also hold other claims or interests in classes that are entitled to vote, you should receive a different Ballot for each such claim and interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a

particular Class of Claims or Interests only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;

- e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-1B
(Form of LRG I Ballot for Class 5)
(potential contract/lease rejection damage Claims –
only where holder has no other General Unsecured Claims Against LRG I)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
LEXINGTON RUBBER GROUP, INC., : Case No. 08-11156 (MG)
Debtor. : (Jointly Administered under
Case No. 08-11153 (MG))
-----X

BALLOT FOR HOLDERS OF CLASS 5
POTENTIAL CONTRACT/LEASE REJECTION DAMAGE CLAIMS AGAINST LRG I

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Rubber Group, Inc. ("LRG I"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class 5 (General Unsecured Claims Against LRG I) consists of general unsecured claims against Lexington Rubber Group, Inc., including without limitation potential contract/lease rejection damage claims against LRG I. **THIS BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF HOLDERS OF POTENTIAL REJECTION DAMAGE CLAIMS AGAINST LRG I, WHICH HOLDERS OTHERWISE HAVE NO GENERAL UNSECURED CLAIMS AGAINST LRG I.**

PLEASE COMPLETE THE FOLLOWING:

- Item 1. **Potential Rejection Damage Claims Against LRG I.** This Ballot is to be used by you as a holder of potential rejection damage Claims against LRG I on account of an existing executory contract or unexpired lease, under which you have no Claims against LRG I to date, and only if you have no other General Unsecured Claims against LRG I. This Ballot is to accept or reject the Proposed Plan. Each vote to either accept or reject the Proposed Plan will be ascribed a value of \$1.00 strictly for voting purposes under the Proposed Plan. Identify the executory contract(s) or unexpired lease(s) to which LRG I is a counter-party:

Item 2. **Vote.** The undersigned holder of General Unsecured Claim solely on account of potential rejection damages against LRGi hereby votes to:

Check one box: ☐ Accept the Proposed Plan
 ☐ Reject the Proposed Plan

Item 3. **Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated ____, 2009 (as it may be amended, the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of potential rejection damages against LRGi identified in Item 1 above and holds no other General Unsecured Claims against LRGi and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Plan Proponents' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING
THE BALLOT FOR HOLDERS OF CLASS 5
POTENTIAL CONTRACT/LEASE REJECTION DAMAGE CLAIMS AGAINST LRGI**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 5 if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in Class 5 voting on the Proposed Plan. In the event that Class 5 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of claims in Class 5 and all other classes of claims or interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of claims against and interests in the Debtors (including those holders who abstain from voting or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. **To have your vote counted, you must complete, sign, and return this Ballot to Financial Balloting Group (the “Solicitation Agent”) so that it is received by the Solicitation Agent by no later than 4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the “Voting Deadline”), unless such time is extended in writing by the Plan Proponents.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Solicitation Agent at the following address:

FINANCIAL BALLOTING GROUP LLC
ATTN: LEXINGTON RUBBER GROUP BALLOT TABULATION
757 THIRD AVENUE, 3RD FLOOR
NEW YORK, NEW YORK 10017
(646) 282-1800

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct and identify any executory contract(s) and/or unexpired lease(s) to which LRGI is a counter-party;
 - b. if you have a Claim in Class 5 on account of potential rejection damage claims against LRGI, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;

- c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- d. if you also hold other claims or interests in classes that are entitled to vote, you should receive a different Ballot for each such claim and interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular class only if you complete, sign, and return the Ballot labeled for that class in accordance with the instructions on that Ballot;
- e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-2A
(Form of LRGI Ballot for Class 6 – Beneficial Holders)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
	:	
In re:	:	Chapter 11
	:	
LEXINGTON RUBBER GROUP, INC.,	:	Case No. 08-11156 (MG)
	:	
Debtor.	:	(Jointly Administered under
	:	Case No. 08-11153 (MG))
-----X		

**BALLOT FOR BENEFICIAL HOLDERS OF CLASS 6
INTERESTS IN LEXINGTON RUBBER GROUP, INC.**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Rubber Group, Inc. ("LRGI"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class 6 (INTERESTS IN LRGI) consists of any and all equity interests in Lexington Rubber Group, Inc. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF INTERESTS IN LRGI.**

This Ballot is to be used for voting by holders of Interests in LRGI. In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots (including Ballots and Master Ballots cast on behalf of beneficial owners) is no later than **4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the "Voting Deadline")**, unless such time is extended in writing by the Plan Proponents.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. **Number of Interests in LRGI.** The undersigned hereby certifies that as of _____, 2009, the undersigned was the beneficial holder (or authorized signatory for a beneficial holder), or the Voting Nominee of a beneficial holder, of Interests in LRGI in the following amount (insert number of shares in box below). If your Interest in LRGI is held by a Voting Nominee on your behalf and you do not know the amount of shares held, please contact your Voting Nominee.

Enter number of Interests
In LRGI owned.

ITEM 2. **Vote on the Proposed Plan.** The beneficial holder of the Interests in LRGI identified in Item 1 hereby votes to:

Check one box: ☐ Accept the Proposed Plan
 ☐ Reject the Proposed Plan

ITEM 3. **Acknowledgements and Certification.** By returning this Ballot, the beneficial holder of the Interest in LRGI identified in Item 1 above (a) acknowledges that it has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated August ____, 2009 (as it may be further amended, supplemented or modified, the "Disclosure Statement"), including all exhibits thereto; (b) certifies that (i) it is the holder of the Interest in LRGI identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan; and (c) further acknowledges that the Plan Proponents' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: _____
Social Security or Federal Tax I.D. No. of Claimant: _____
Signature: _____
Name of Signatory (if different than claimant): _____
If by Authorized Agent, Title of Agent: _____
Street Address: _____
City, State and Zip Code: _____
Telephone Number: _____
Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR BENEFICIAL HOLDERS OF CLASS 6
INTERESTS IN LEXINGTON RUBBER GROUP, INC.**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 6 if it is accepted by the holders of two-thirds in amount of Interests in Class 6 voting on the Proposed Plan. In the event that Class 6 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Interests in Class 6 and all other Classes of Claims or Interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Interests in LRGI (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class 6 vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. **The deadline for the receipt by the Solicitation Agent of all Ballots (including Beneficial Holder Ballots and Master Ballots cast on behalf of beneficial holders) is no later than 4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the “Voting Deadline”), unless such time is extended in writing by the Plan Proponents. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.** The Solicitation Agent is Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. if you have a Claim in Class 6, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are

signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- d. if you also hold Claims or Interests in a Class other than Class 6, you may receive more than one Ballot, labeled for a different Class of Claims or Interests. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular Class of Claims or Interests only if you complete, sign and return the Ballot labeled for that Class of Claims or Interests in accordance with the instructions on that Ballot;
- e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL OWNER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL HOLDER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-2B

(Form of LRGI Master Ballot for Class 6 – Voting Nominees)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
LEXINGTON RUBBER GROUP, INC., : Case No. 08-11156 (MG)
Debtor. : (Jointly Administered under
Case No. 08-11153 (MG))
-----X

**MASTER BALLOT FOR RECORD HOLDERS OF CLASS 6
INTERESTS IN LEXINGTON RUBBER GROUP, INC.**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Rubber Group, Inc. ("LRGI"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class 6 (Interests in LRGI) consists of any and all equity interests in LRGI. **THIS MASTER BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF BENEFICIAL HOLDERS OF THE INTERESTS IN LRGI.**

This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a "Voting Nominee"); or as the proxy holder of a Voting Nominee or beneficial holder for the Interest in LRGI, to transmit to the Solicitation Agent the votes of such beneficial holders in respect of their Interests in LRGI (as defined under the Proposed Plan) to accept or reject the Proposed Plan.

PLEASE COMPLETE THE FOLLOWING:

Item 1. **Certification of Authority to Vote.** The undersigned certifies that as of _____, 2009 (the "Record Date" under the Proposed Plan), the undersigned (please check appropriate box):

☐

Is a broker, bank, or other nominee for the beneficial holders of the amount of Interests in LRGI listed in Item 2 below, and is the registered holder of such securities, or

- ☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the amount of the Interest in LRGI listed in Item 2 below, or
- ☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial holder, that is the registered holder of the amount of Interest in LRGI listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Proposed Plan, on behalf of Interests held by the beneficial holders of the Interest in LRGI described in Item 2.

Item 2. **Vote.** The undersigned transmits the following votes of beneficial holders in respect of their Interests in LRGI, and certifies that the following beneficial holders of the Interest in LRGI, as identified by their respective customer account numbers set forth below, are beneficial holders of such securities as of the Record Date, and have delivered to the undersigned, as Voting Nominee, their ballots ("Beneficial Holder Ballots") casting such votes. Indicate in the appropriate column the amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial holder must vote all of his, her, or its Interests in LRGI to accept or to reject the Proposed Plan and may not split such vote.

Your Customer Account Number for Each Beneficial Holder of Interest in LRGI	Principal Amount of Interest in LRGI Voted to ACCEPT or REJECT Proposed Plan*	
	ACCEPT	REJECT
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
TOTALS:	\$	\$

* In order to vote on the Proposed Plan, the beneficial holder must have checked a box in item 2 to ACCEPT or REJECT the Proposed Plan on its individual Beneficial Holder Ballot. By order of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), if the beneficial holder did not check a box in Item 2 on its individual Beneficial Holder Ballot, its vote will not be counted.

Item 3. **Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial holder of the Interests in LRGI listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Proposed Plan is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Voting Nominee:

(Print or Type)

Participant Number: _____

Name of Proxy Holder or Agent for Voting
Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____
(Including Area Code)

Date Completed: _____

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE/SOLICITATION AGENT:

The Voting Deadline is 4:00 p.m. (prevailing Eastern Time) on _____, 2009, unless extended by the Plan Proponents in writing. To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, you must complete, sign, and return the Master Ballot so that it is actually received by the Solicitation Agent, before the Voting Deadline. The Solicitation Agent is:

FINANCIAL BALLOTING GROUP LLC
ATTN: LEXINGTON RUBBER GROUP, INC. BALLOT TABULATION
757 THIRD AVENUE, 3RD FLOOR
NEW YORK, NEW YORK 10017 (646) 282-1800

The Master Ballot will not be accepted by telecopy, facsimile, or other electronic means of transmission.

HOW TO VOTE:

If you are both the registered owner and the beneficial holder of the Interest in LRGI and you wish to vote any Interests in LRGI held on account thereof, you may complete, execute, and return to the Solicitation Agent either an individual Beneficial Holder Ballot or a Master Ballot.

If you are transmitting the votes of any beneficial holders of Interests in LRGI other than yourself, you may either:

1. "Prevalidate" the individual Beneficial Holder Ballot contained in the materials sent out in connection with the voting and solicitation of the Proposed Plan (collectively, the "Solicitation Package") and then forward the Solicitation Package to the beneficial holder of the Interest in LRGI for voting within five (5) business days after the receipt by such Voting Nominee of the Solicitation Package, with the beneficial holder then returning the individual Beneficial Holder Ballot directly to the Solicitation Agent in the return envelope to be provided in the Solicitation Package. A Voting Nominee "prevalidates" a Beneficial Holder Ballot by indicating thereon the record holder of the Interest voted, the amount of the Interest in LRGI held by the beneficial holder, and the appropriate account numbers through which the beneficial holder's holdings are derived. The beneficial holder shall return the "prevalidated" Beneficial Holder Ballot to the Solicitation Agent;

OR

2. Forward the Solicitation Package to the beneficial holder of the Interests in LRGI for voting together with a return envelope provided by and addressed to the Voting Nominee, with the beneficial holder then returning the individual Beneficial Holder Ballot to the Voting Nominee. In such case, the Voting

Nominee will tabulate the votes of its respective beneficial holders on a Master Ballot that will be provided to the Voting Nominee separately by the Solicitation Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Solicitation Agent. The Voting Nominee should advise the beneficial holders to return their individual Beneficial Holder Ballots to the Voting Nominee by a date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to the Solicitation Agent so that the Master Ballot is actually received by the Solicitation Agent by the Voting Deadline.

With respect to all Beneficial Holder Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Proposed Plan in Item 2 of the Master Ballot, as transmitted to you by the beneficial holders of the Interests in LRGI. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial holder, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial holder and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS EQUITY INTERESTS EITHER TO ACCEPT OR REJECT THE PROPOSED PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL HOLDER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE SOLICITATION AGENT IMMEDIATELY.** By order of the Bankruptcy Court, any Beneficial Holder Ballot that is signed, dated, and timely received, but does not indicate acceptance or rejection of the Proposed Plan will not be counted;
- c. Review the certification in Item 3 of the Master Ballot;
- d. Sign and date the Master Ballot, and provide the remaining information requested;
- e. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- f. Contact the Solicitation Agent if you need any additional information; and
- g. Deliver the completed, executed Master Ballot so as to be received by the Solicitation Agent before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a beneficial holder, either forward such Beneficial Holder Ballot (along with your Master Ballot) to the Solicitation Agent or retain such Beneficial Holder Ballot in your files for one year from the Voting Deadline.

PLEASE NOTE:

The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Proposed Plan. Holders should not surrender, at this time, certificates representing their securities. Neither the Plan Proponents nor the Solicitation Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Holder Ballot nor Master Ballot shall constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the plan. We will, however, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Holder Ballots and other enclosed materials to the beneficial holders of the Common Stock held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Holder Ballots.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE PLAN PROPONENTS OR THE SOLICITATION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PROPOSED PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL OWNER BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-3A
(Form of LPC Ballot for Classes 2(a), 2(b), 3, 4, and 5)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
LEXINGTON PRECISION CORPORATION, : Case No. 08-11153(MG)
Debtor. : (Jointly Administered)
-----X

**BALLOT FOR HOLDERS OF CLASS ____
[INSERT NAME OF CLASS]**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Precision Corporation. ("LPC"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class ____ (____[INSERT NAME OF CLASS]____) includes claims by _____ on account of _____. **THIS BALLOT IS ONLY FOR THE HOLDERS OF [INSERT NAME OF CLASS].**

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the "Voting Deadline")**, unless such time is extended in writing by the Plan Proponents.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Amount of [INSERT NAME OF CLASS] Claims. For purposes of voting to accept or reject the Proposed Plan, the undersigned hereby certifies that as of _____, 2009, the undersigned was the beneficial holder (or authorized signatory for a beneficial holder) of a [INSERT NAME OF CLASS] Claim against LPC in the amount set forth below.

Amount: \$ _____

ITEM 2. Vote on the Proposed Plan. The holder of the [INSERT NAME OF CLASS] Claim Against LPC identified in Item 1 hereby votes to:

Check one box: ☐ Accept the Proposed Plan
 ☐ Reject the Proposed Plan

ITEM 3. Certification as to Claims Against LPC held in Additional Accounts. By completing and returning this Ballot, the holder certifies that it has not submitted any other Ballots for other Claims in this Class held in other accounts or other record names.

ITEM 4. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated August ____, 2009 (as it may be further amended, supplemented or modified, the “Disclosure Statement”), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the [INSERT NAME OF CLASS] Claims Against LPC identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Plan Proponents solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: _____
Social Security or Federal Tax I.D. No. of Claimant: _____
Signature: _____
Name of Signatory (if different than claimant): _____
If by Authorized Agent, Title of Agent: _____
Street Address: _____
City, State and Zip Code: _____
Telephone Number: _____
Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF CLASS ____
[INSERT NAME OF CLASS]**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class ____ if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class ____ voting on the Proposed Plan. In the event that Class ____ rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class ____ and all other Classes of Claims rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in LRGI (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class ____ vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the “Voting Deadline”)**, unless such time is extended in writing by the Plan Proponents. The Solicitation Agent is Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. if you have a Claim in Class ____, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - d. if you also hold other claims or interests in classes that are entitled to vote, you should receive a different Ballot for each such claim and interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a

particular Class of Claims or Interests only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;

- e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-3B

**(Form of LPC Ballot for Class 5 – General Unsecured Claims Against LPC)
(Senior Subordinated Note Claims Against LPC Only – Beneficial Holders)**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
LEXINGTON PRECISION CORPORATION, : Case No. 08-11153 (MG)
Debtor. : (Jointly Administered)
-----X

**BALLOT FOR BENEFICIAL HOLDERS OF CLASS 5
SENIOR SUBORDINATED NOTE CLAIMS AGAINST LPC (SUBSET OF CLASS 5)**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Precision Corporation ("LPC"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class 5 (General Unsecured Claims Against LPC) consists of general unsecured claims against Lexington Precision Corporation, including without limitation Senior Subordinated Note Claims Against LPC and potential contract/lease rejection damage claims against LPC. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF SENIOR SUBORDINATED NOTE CLAIMS AGAINST LPC.**

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots (including Ballots and Master Ballots cast on behalf of beneficial owners) is no later than **4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the "Voting Deadline")**, unless such time is extended in writing by the Plan Proponents.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Principal amount of SENIOR SUBORDINATED NOTE CLAIMS AGAINST LPC. The undersigned hereby certifies that as of _____, 2009, the undersigned was the beneficial holder (or authorized signatory for a beneficial holder), or the Voting Nominee of a beneficial holder, of Senior Subordinated Note Claims Against LPC in the following amount (insert principal amount in box below). If your Senior Subordinated Note Claim Against LPC is held by a Voting Nominee on your behalf and you do not know the amount of shares held, please contact your Voting Nominee.

Enter principal amount of Senior
Subordinated Note Claims
Against LPC.

\$ _____

ITEM 2. Vote on the Proposed Plan. The beneficial holder of the Senior Subordinated Note Claims Against LPC identified in Item 1 hereby votes to:

Check one box: ☐ Accept the Proposed Plan
 ☐ Reject the Proposed Plan

ITEM 3. Acknowledgements and Certification. By returning this Ballot, the beneficial holder of the Senior Subordinated Note Claims Against LPC identified in Item 1 above (a) acknowledges that it has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated September ____, 2009 (as it may be further amended, supplemented or modified, the "Disclosure Statement"), including all exhibits thereto; (b) certifies that (i) it is the holder of the Senior Subordinated Note Claims Against LPC identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan; and (c) further acknowledges that the Plan Proponents' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR BENEFICIAL HOLDERS OF CLASS 5
SENIOR SUBORDINATED NOTE CLAIMS AGAINST LPC (SUBSET OF CLASS 5)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 5 if it is accepted by the holders of two-thirds in amount of Interests in Class 5 voting on the Proposed Plan. In the event that Class 5 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Interests in Class 5 and all other Classes of Claims or Interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Interests in LPC (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class 5 vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. **The deadline for the receipt by the Solicitation Agent of all Ballots (including Beneficial Holder Ballots and Master Ballots cast on behalf of beneficial holders) is no later than 4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the “Voting Deadline”), unless such time is extended in writing by the Plan Proponents. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.** The Solicitation Agent is Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. if you have a Claim in Class 5, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are

signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- d. if you also hold Claims or Interests in a Class other than Class 5, you may receive more than one Ballot, labeled for a different Class of Claims or Interests. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular Class of Claims or Interests only if you complete, sign and return the Ballot labeled for that Class of Claims or Interests in accordance with the instructions on that Ballot;
- e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL OWNER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL HOLDER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-3C

**(Form of LPC Ballot for Class 5 – General Unsecured Claims Against LPC)
(Senior Subordinated Note Claims Against LPC Only – Voting Nominees)**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re: : **Chapter 11**
:
LEXINGTON PRECISION CORPORATION, : **Case No. 08-11153 (MG)**
:
Debtor. : **(Jointly Administered)**
:
-----X

**MASTER BALLOT FOR RECORD HOLDERS OF CLASS 5
SENIOR SUBORDINATED NOTE CLAIMS AGAINST LPC (SUBSET OF CLASS 5)**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Precision Corporation ("LPC"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class 5 (General Unsecured Claims Against LPC) consists of general unsecured claims against Lexington Precision Corporation, including without limitation Senior Subordinated Note Claims Against LPC and potential contract/lease rejection damage claims against LPC. **THIS MASTER BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF BENEFICIAL HOLDERS OF SENIOR SUBORDINATED NOTE CLAIMS AGAINST LPC.**

This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a "Voting Nominee"); or as the proxy holder of a Voting Nominee or beneficial holder for the Senior Subordinated Note Claims Against LPC, to transmit to the Solicitation Agent the votes of such beneficial holders in respect of their Senior Subordinated Note Claims Against LPC (as defined under the Proposed Plan) to accept or reject the Proposed Plan.

PLEASE COMPLETE THE FOLLOWING:

Item 1. **Certification of Authority to Vote.** The undersigned certifies that as of _____, 2009 (the "Record Date" under the Proposed Plan), the undersigned (please check appropriate box):

- ☐ Is a broker, bank, or other nominee for the beneficial holders of the amount of Senior Subordinated Note Claims Against LPC listed in Item 2 below, and is the registered holder of such securities, or
- ☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the amount of the Senior Subordinated Note Claims Against LPC listed in Item 2 below, or
- ☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial holder, that is the registered holder of the amount of Senior Subordinated Note Claims Against LPC listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Proposed Plan, on behalf of interests held by the beneficial holders of the Subordinated Note Claims Against LPC described in Item 2.

Item 2. **Vote.** The undersigned transmits the following votes of beneficial holders in respect of their Senior Subordinated Note Claims Against LPC, and certifies that the following beneficial holders of the Senior Subordinated Note Claims Against LPC, as identified by their respective customer account numbers set forth below, are beneficial holders of such securities as of the Record Date, and have delivered to the undersigned, as Voting Nominee, their ballots ("Beneficial Holder Ballots") casting such votes. Indicate in the appropriate column the amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial holder must vote all of his, her, or its Senior Subordinated Note Claims Against LPC to accept or to reject the Proposed Plan and may not split such vote.

Your Customer Account Number for Each Beneficial Holder of Senior Subordinated Notes	Principal Amount of Senior Subordinated Notes Against LPC Voted to ACCEPT or REJECT Proposed Plan*	
	ACCEPT	REJECT
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
TOTALS:	\$	\$

* In order to vote on the Proposed Plan, the beneficial holder must have checked a box in item 2 to ACCEPT or REJECT the Proposed Plan on its individual Beneficial Holder Ballot. By order of the United States Bankruptcy Court for the Southern District of New

York (the "Bankruptcy Court"), if the beneficial holder did not check a box in Item 2 on its individual Beneficial Holder Ballot, its vote will not be counted.

Item 3. **Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial holder of the Senior Subordinated Note Claims Against LPC listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Proposed Plan is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Voting Nominee:

(Print or Type)

Participant Number: _____

Name of Proxy Holder or Agent for Voting
Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____
(Including Area Code)

Date Completed: _____

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE/SOLICITATION AGENT:

The Voting Deadline is 4:00 p.m. (prevailing Eastern Time) on _____, 2009, unless extended by the Plan Proponents in writing. To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, you must complete, sign, and return the Master Ballot so that it is actually received by the Solicitation Agent, before the Voting Deadline. The Solicitation Agent is:

FINANCIAL BALLOTING GROUP LLC
ATTN: LEXINGTON PRECISION CORPORATION BALLOT TABULATION
757 THIRD AVENUE, 3RD FLOOR
NEW YORK, NEW YORK 10017 (646) 282-1800

The Master Ballot will not be accepted by telecopy, facsimile, or other electronic means of transmission.

HOW TO VOTE:

If you are both the registered owner and the beneficial holder of the Senior Subordinated Note Claim Against LPC and you wish to vote any such claim held on account thereof, you may complete, execute, and return to the Solicitation Agent either an individual Beneficial Holder Ballot or a Master Ballot.

If you are transmitting the votes of any beneficial holders of Senior Subordinated Note Claims Against LPC other than yourself, you may either:

1. "Prevalidate" the individual Beneficial Holder Ballot contained in the materials sent out in connection with the voting and solicitation of the Proposed Plan (collectively, the "Solicitation Package") and then forward the Solicitation Package to the beneficial holder for voting within five (5) business days after the receipt by such Voting Nominee of the Solicitation Package, with the beneficial holder then returning the individual Beneficial Holder Ballot directly to the Solicitation Agent in the return envelope to be provided in the Solicitation Package. A Voting Nominee "prevalidates" a Beneficial Holder Ballot by indicating thereon the record holder of the claim, the amount of the claim held by the beneficial holder, and the appropriate account numbers through which the beneficial holder's holdings are derived. The beneficial holder shall return the "prevalidated" Beneficial Holder Ballot to the Solicitation Agent;

OR

2. Forward the Solicitation Package to the beneficial holder of the Senior Subordinated Note Claim Against LPC for voting together with a return envelope provided by and addressed to the Voting Nominee, with the beneficial holder then returning the individual Beneficial Holder Ballot to the Voting Nominee. In such

case, the Voting Nominee will tabulate the votes of its respective beneficial holders on a Master Ballot that will be provided to the Voting Nominee separately by the Solicitation Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Solicitation Agent. The Voting Nominee should advise the beneficial holders to return their individual Beneficial Holder Ballots to the Voting Nominee by a date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to the Solicitation Agent so that the Master Ballot is actually received by the Solicitation Agent by the Voting Deadline.

With respect to all Beneficial Holder Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Proposed Plan in Item 2 of the Master Ballot, as transmitted to you by the beneficial holders of the Senior Subordinated Note Claims Against LPC. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial holder, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial holder and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS CLAIMS EITHER TO ACCEPT OR REJECT THE PROPOSED PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL HOLDER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE SOLICITATION AGENT IMMEDIATELY.** By order of the Bankruptcy Court, any Beneficial Holder Ballot that is signed, dated, and timely received, but does not indicate acceptance or rejection of the Proposed Plan will not be counted;
- c. Review the certification in Item 3 of the Master Ballot;
- d. Sign and date the Master Ballot, and provide the remaining information requested;
- e. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- f. Contact the Solicitation Agent if you need any additional information; and
- g. Deliver the completed, executed Master Ballot so as to be received by the Solicitation Agent before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a beneficial holder, either forward such Beneficial Holder Ballot (along with your Master Ballot) to the Solicitation Agent or retain such Beneficial Holder Ballot in your files for one year from the Voting Deadline.

PLEASE NOTE:

The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Proposed Plan. Holders should not surrender, at this time, certificates representing their securities. Neither the Plan Proponents nor the Solicitation Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Holder Ballot nor Master Ballot shall constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the plan. We will, however, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Holder Ballots and other enclosed materials to the beneficial holders of the claims held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Holder Ballots.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE PLAN PROPONENTS OR THE SOLICITATION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PROPOSED PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL OWNER BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-3D

**(Form of LPC Ballot for Class 5 – General Unsecured Claims Against LPC)
(Potential Contract/Lease Rejection Claims Against LPC Only)**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
LEXINGTON PRECISION CORP., et al., : Case No. 08-11153 (MG)
Debtors. : (Jointly Administered)
-----X

**BALLOT FOR HOLDERS OF CLASS 5
POTENTIAL CONTRACT/LEASE REJECTION DAMAGE CLAIMS AGAINST LPC**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Precision Corporation. ("LPC"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class 5 (General Unsecured Claims Against LPC) consists of general unsecured claims against Lexington Precision Corporation, including without limitation Senior Subordinated Note Claims Against LPC and potential contract/lease rejection damage claims against LPC. **THIS BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF HOLDERS OF POTENTIAL REJECTION DAMAGE CLAIMS AGAINST LPC, WHICH HOLDERS OTHERWISE HAVE NO GENERAL UNSECURED CLAIMS AGAINST LPC.**

PLEASE COMPLETE THE FOLLOWING:

- Item 1. **Potential Rejection Damage Claims Against LPC.** This Ballot is to be used by you as a holder of potential rejection damage Claims against LPC on account of an existing executory contract or unexpired lease, under which you have no Claims against LPC to date. This Ballot is to accept or reject the Proposed Plan. Each vote to either accept or reject the Proposed Plan will be ascribed a value of \$1.00 strictly for voting purposes under the Proposed Plan. Identify the executory contract(s) or unexpired lease(s) to which LPC is a counter-party:

Item 2. **Vote.** The undersigned holder of General Unsecured Claim solely on account of potential rejection damages against LPC hereby votes to:

Check one box: ☐ Accept the Proposed Plan
 ☐ Reject the Proposed Plan

Item 3. **Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated ____, 2009 (as it may be amended, the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of potential rejection damages against LPC identified in Item 1 above and have no other General Unsecured Claims Against LPC and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Plan Proponents' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: _____
Social Security or Federal Tax I.D. No. of Claimant: _____
Signature: _____
Name of Signatory (if different than claimant): _____
If by Authorized Agent, Title of Agent: _____
Street Address: _____
City, State and Zip Code: _____
Telephone Number: _____
Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING
THE BALLOT FOR HOLDERS OF CLASS 5
POTENTIAL CONTRACT/LEASE REJECTION DAMAGE CLAIMS AGAINST LPC**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 5 if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in Class 5 voting on the Proposed Plan. In the event that Class 5 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of claims in Class 5 and all other classes of claims or interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of claims against and interests in the Debtors (including those holders who abstain from voting or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. **To have your vote counted, you must complete, sign, and return this Ballot to Financial Balloting Group (the “Solicitation Agent”) so that it is received by the Solicitation Agent by no later than 4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the “Voting Deadline”), unless such time is extended in writing by the Plan Proponents.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Solicitation Agent at the following address:

FINANCIAL BALLOTING GROUP LLC
ATTN: LEXINGTON PRECISION BALLOT TABULATION
757 THIRD AVENUE, 3RD FLOOR
NEW YORK, NEW YORK 10017
(646) 282-1800

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct and identify any executory contract(s) and/or unexpired lease(s) to which LPC is a counter-party;
 - b. if you have a Claim in Class 5 on account of potential rejection damage claims against LPC, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;

- c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- d. if you also hold other claims or interests in classes that are entitled to vote, you should receive a different Ballot for each such claim and interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular class only if you complete, sign, and return the Ballot labeled for that class in accordance with the instructions on that Ballot;
- e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-4A
(Form of LPC Ballot for Class 6 – Beneficial Holders)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re: : **Chapter 11**
:
LEXINGTON PRECISION CORP., et al., : **Case No. 08-11153 (MG)**
:
Debtors. : **(Jointly Administered)**
:
-----X

**BALLOT FOR HOLDERS OF CLASS 6
ASBESTOS-RELATED CLAIMS AGAINST
LEXINGTON PRECISION CORPORATION**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Precision Corporation. ("LPC"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

PLEASE COMPLETE THE FOLLOWING:

Item 1. **Asbestos-Related Claim Against LPC.** This Beneficial Holder Ballot is to be used by you as a holder of Asbestos-Related Claims (as defined under the Proposed Plan) against LPC to accept or reject the Proposed Plan. Each vote to either accept or reject the Proposed Plan will be ascribed a value of \$1.00 strictly for voting purposes under the Proposed Plan.

Item 2. **Vote.** The undersigned holder of an Asbestos-Related Claims against LPC hereby votes to:

Check one box: ☐ Accept the Proposed Plan
 ☐ Reject the Proposed Plan

Item 3. **Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated ____, 2008 (as it may be amended, the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of an Asbestos-Related Claims against LPC identified in Item 1 above and (ii) it has full power and

authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Plan Proponents' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING
THE BALLOT FOR HOLDERS OF CLASS 6
ASBESTOS-RELATED CLAIMS AGAINST
LEXINGTON PRECISION CORPORATION**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 6 if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in Class 6 voting on the Proposed Plan. In the event that Class 6 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of claims in Class 6 and all other classes of claims or interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of claims against and interests in the Debtors (including those holders who abstain from voting or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. **To have your vote counted, you must complete, sign, and return this Ballot to Financial Balloting Group (the “Solicitation Agent”) so that it is received by the Solicitation Agent by no later than 4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the “Voting Deadline”), unless such time is extended in writing by the Plan Proponents.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Solicitation Agent at the following address:

FINANCIAL BALLOTING GROUP LLC
ATTN: LEXINGTON PRECISION BALLOT TABULATION
757 THIRD AVENUE, 3RD FLOOR
NEW YORK, NEW YORK 10017
(646) 282-1800

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. if you have a Claim in Class 6, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are

signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- d. if you also hold other claims or interests in classes that are entitled to vote, you should receive a different Ballot for each such claim and interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular class only if you complete, sign, and return the Ballot labeled for that class in accordance with the instructions on that Ballot;
- e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-4B

(Form of LPC Master Ballot for Class 6 – Counsel to Beneficial Holders)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
LEXINGTON PRECISION CORP., et al., : Case No. 08-11153 (MG)
Debtors. : (Jointly Administered)
-----X

**MASTER BALLOT FOR COUNSEL TO HOLDERS OF CLASS 6
ASBESTOS-RELATED CLAIMS AGAINST LEXINGTON PRECISION CORP.**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Precision Corporation. ("LPC"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

This Master Ballot is to be used by you as an authorized representative of the holders of Asbestos-Related Claims (as defined under the Proposed Plan) against Lexington Precision Corporation, to transmit to the Solicitation Agent the votes of such beneficial holders (the "Beneficial Holders") in respect of their Asbestos-Related Claims to accept or reject the Proposed Plan. Each vote to either accept or reject the Proposed Plan will be ascribed a value of \$1.00 strictly for voting purposes under the Proposed Plan.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. TABULATION OF VOTES WITH RESPECT TO THE PROPOSED PLAN. Please note that each holder of an Asbestos-Related Claim that votes must vote its entire claim to accept or reject the Proposed Plan and may not split such vote. Accordingly, any holder of an Asbestos-Related Claim who attempts partially to reject and partially to accept the Proposed Plan shall not be counted. If this Master Ballot is signed and timely sent to the Solicitation Agent, but does not designate either acceptance or rejection of the Proposed Plan for any particular claim, such claim shall not be counted as either an acceptance or rejection of the Proposed Plan.

Please mark one of the boxes below:

	All claimants listed on the exhibit accompanying this Ballot ACCEPT the Proposed Plan.
	All claimants listed on the exhibit accompanying this Ballot REJECT the Proposed Plan.
	All claimants listed on the exhibit accompanying this Ballot ACCEPT the Proposed Plan, <i>except</i> as marked on such exhibit.
	All claimants listed on the exhibit accompanying this Ballot REJECT the Proposed Plan, <i>except</i> as marked on such exhibit.

ITEM 2. SUMMARY OF HOLDERS OF ASBESTOS-RELATED CLAIMS REPRESENTED BY ATTORNEY. Please prepare a summary sheet, to be attached to this Master Ballot as an exhibit, listing each holder of an Asbestos-Related Claim you represent in substantially the same form as the table below. If possible, please submit an electronic version of the chart below in excel format. Please note that if all holders of Asbestos-Related Claims represented by you vote to either accept or reject the Proposed Plan, you need not include the last column indicating whether each holder of an Asbestos-Related Claim accepts or rejects the Proposed Plan.

Name of Holder of an Asbestos –Related Claim	Social Security Number	Accept or Reject (complete if applicable)

ITEM 3. CERTIFICATIONS. By signing this Master Ballot, the undersigned certifies, under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the following is true and correct:

- I have been provided with a copy of the Disclosure Statement and the exhibits thereto.
- I have been authorized by each of the holders of Asbestos-Related Claims listed on the exhibit accompanying this Master Ballot to vote his or her claim to accept or reject the Proposed Plan as indicated on the exhibit.

ITEM 4. RETURN OF EXHIBIT. The entire exhibit accompanying this Master Ballot must be prepared and returned with this completed Master Ballot to the Solicitation Agent.

Print or Type Name of Attorney:

Name of Law Firm: Signature:

Street Address:

City, State, and Zip Code:

Telephone Number:

Date Completed:

**INSTRUCTIONS FOR COMPLETING THE
MASTER BALLOT FOR COUNSEL TO HOLDERS OF CLASS 6
ASBESTOS-RELATED CLAIMS AGAINST LEXINGTON PRECISION CORP.**

1. This Master Ballot is submitted to you in connection with the solicitation of votes of individual holders of Asbestos-Related Claims to accept or reject the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan"). The terms of the Proposed Plan are described in the Disclosure Statement, dated _____, 2009, for the Proposed Plan (the "Disclosure Statement"). All capitalized terms used but not defined herein have the meanings ascribed to such terms in the Proposed Plan. **PLEASE READ THE PROPOSED PLAN, THE DISCLOSURE STATEMENT, AND THE PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE PROPOSED PLAN APPROVED BY THE BANKRUPTCY COURT ON _____, 2009 (THE "VOTING PROCEDURES") CAREFULLY BEFORE COMPLETING THIS MASTER BALLOT.**
2. This Master Ballot is to be used by counsel to holders of Asbestos-Related Claims who are authorized to vote on behalf of those clients to accept or reject the Proposed Plan.
3. The Proposed Plan will be accepted by Class 6 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 6 voting on the Proposed Plan. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of claims against and interests in the Debtors (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
4. **To have the votes reflected on this Master Ballot counted, this Master Ballot must be completed, signed, and returned so that it is received by the Solicitation Agent (set forth below) not later than 4:00 p.m. (Eastern Time) on _____, 2009, unless such time is extended in writing by the Plan Proponents.** Master Ballots may be delivered by mail to the Voting Agent at the following address:

FINANCIAL BALLOTING GROUP LLC
ATTN: LEXINGTON PRECISION CORPORATION BALLOT TABULATION
757 THIRD AVENUE, 3RD FLOOR
NEW YORK, NEW YORK 10017
(646) 282-1800

The Master Ballot will not be accepted by telecopy, facsimile, or other electronic means of transmission.

5. This Master Ballot may not be used for any purpose other than to transmit the votes to accept or reject the Proposed Plan.

6. You may be required to provide evidence of authorization of the undersigned by holders of Asbestos-Related Claims to vote to accept or reject the Proposed Plan.
7. Multiple Master Ballots may be completed and delivered to the Solicitation Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the last Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, govern unless otherwise ordered by the Bankruptcy Court. If more than one Master Ballot is submitted and the last Master Ballot(s) supplement(s) rather than duplicate(s) earlier Master Ballot(s), please designate the subsequent Master Ballot(s) as "Supplement" and clearly mark which of those votes reflected thereon are additional votes.
8. Each holder of an Asbestos-Related Claim that votes must vote his or her entire claim to accept or reject the Proposed Plan and may not split such vote. Accordingly, any holder of an Asbestos-Related Claim who attempts partially to reject and partially to accept the Proposed Plan shall not be counted. If this Master Ballot is signed and timely sent to the Solicitation Agent, but does not designate either acceptance or rejection of the Proposed Plan for any particular claim, such claim shall not be counted as either an acceptance or rejection of the Proposed Plan.
9. To properly complete the Ballot, you must follow the procedures described below:
 - a. Item 1 of the Master Ballot asks you to indicate which holders of Asbestos-Related Claims listed on the exhibit accept the Proposed Plan and which of your clients listed on the exhibit reject the Proposed Plan. If all of your clients have authorized you to accept the Proposed Plan, you may check the box indicating the same. If all your clients have authorized you to reject the Proposed Plan, you may check the box indicating the same. If some of your clients have authorized you to accept the Proposed Plan, while others have authorized you to reject the Proposed Plan, please check the appropriate box and be certain to specify on the exhibit which clients have rejected the Proposed Plan and which clients have accepted the Proposed Plan.
 - b. Item 2 of the Master Ballot requires that you prepare a summary sheet, listing each holder of an Asbestos-Related Claim you represent, that shall become an exhibit to the Master Ballot. The exhibit must list all holders of Asbestos-Related Claims on whose behalf you are voting by name, social security number, and disease type, with a separate box next to each entry to note, if necessary, whether such individual holder of an Asbestos-Related Claim accepts or rejects the Proposed Plan. If all holders of an Asbestos-Related Claims represented by you vote to either accept or reject the Proposed Plan, you need not create a separate box next to each entry to note whether the individual accepts or rejects the Proposed Plan;
 - c. Item 3 contains certifications, under penalty of perjury pursuant to 28 U.S.C. § 1746, which are required for you to submit a vote on behalf of one or more

holders of Asbestos-Related Claims. Please ensure that you have read and understood the certifications prior to signing the Master Ballot. **If you are unable to make the certification as to the authority to vote on behalf of any holder of an Asbestos-Related Claim, you must either (i) within ten (10) business days after the mailing of the Solicitation Package, furnish the Solicitation Agent with the names and addresses of any such holder(s), to whom the Solicitation Agent will send copies of the Solicitation Package, including Ballots, or (ii) transmit such Solicitation Package to any such clients directly.**

- d. sign and date your Master Ballot;
- e. provide your name and mailing address;
- f. contact the Solicitation Agent if you need any additional information; and
- g. return the completed, executed Master Ballot so as to be received by the Voting Agent before the Voting Deadline (_____, 2009 at 4:00 p.m. (prevailing Eastern Time)).

PLEASE NOTE:

The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Proposed Plan. No fees, commissions, or other remuneration will be payable to you for soliciting votes on the Proposed Plan.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE PLAN PROPONENTS OR THE SOLICITATION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PROPOSED PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL OWNER BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-5A
(Form of LPC Ballot for Classes 7, 8 and 9 – Beneficial Holders)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re: : **Chapter 11**
:
LEXINGTON PRECISION CORPORATION, : **Case No. 08-11153 (MG)**
:
Debtor. : **(Jointly Administered)**
:
-----X

BALLOT FOR BENEFICIAL HOLDERS OF CLASS ____
[INSERT NAME OF CLASS] IN LEXINGTON PRECISION CORPORATION

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Precision Corporation ("LPC"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class ____ (__[INSERT NAME OF CLASS]__) consists of _____
in Lexington Precision Corporation. **THIS BALLOT IS ONLY FOR THE BENEFICIAL
HOLDERS OF [INSERT NAME OF CLASS].**

This Ballot is to be used for voting by holders of [INSERT NAME OF CLASS] in LPC. In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots (including Ballots and Master Ballots cast on behalf of beneficial owners) is no later than **4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the "Voting Deadline")**, unless such time is extended in writing by the Plan Proponents.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. **Number of [INSERT NAME OF CLASS] in LPC.** The undersigned hereby certifies that as of _____, 2009, the undersigned was the beneficial holder (or

authorized signatory for a beneficial holder), or the Voting Nominee of a beneficial holder, of [INSERT NAME OF CLASS] in LPC in the following amount (insert number of shares in box below). If your [INSERT NAME OF CLASS] in LPC is held by a Voting Nominee on your behalf and you do not know the amount of shares held, please contact your Voting Nominee.

Enter number of [INSERT NAME
OF CLASS]
In LPC owned.

<hr/>

ITEM 2. Vote on the Proposed Plan. The beneficial holder of the [INSERT NAME OF CLASS] in LPC identified in Item 1 hereby votes to:

Check one box: ☐ Accept the Proposed Plan
 ☐ Reject the Proposed Plan

ITEM 3. Acknowledgements and Certification. By returning this Ballot, the beneficial holder of the [INSERT NAME OF CLASS] in LPC identified in Item 1 above (a) acknowledges that it has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated August ____, 2009 (as it may be further amended, supplemented or modified, the "Disclosure Statement"), including all exhibits thereto; (b) certifies that (i) it is the holder of the [INSERT NAME OF CLASS] in LPC identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan; and (c) further acknowledges that the Plan Proponents' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: _____
Social Security or Federal Tax I.D. No. of Claimant: _____
Signature: _____
Name of Signatory (if different than claimant): _____
If by Authorized Agent, Title of Agent: _____
Street Address: _____
City, State and Zip Code: _____
Telephone Number: _____
Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR BENEFICIAL HOLDERS OF CLASS ____
[INSERT NAME OF CLASS] IN LEXINGTON PRECISION CORPORATION**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class ____ if it is accepted by the holders of two-thirds in amount of Interests in Class ____ voting on the Proposed Plan. In the event that Class ____ rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Interests in Class ____ and all other Classes of Claims or Interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Interests in LPC (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class ____ vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. **The deadline for the receipt by the Solicitation Agent of all Ballots (including Beneficial Holder Ballots and Master Ballots cast on behalf of beneficial holders) is no later than 4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the “Voting Deadline”), unless such time is extended in writing by the Plan Proponents. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.** The Solicitation Agent is Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. if you have a Claim in Class ____, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are

signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- d. if you also hold Claims or Interests in a Class other than Class ____, you may receive more than one Ballot, labeled for a different Class of Claims or Interests. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular Class of Claims or Interests only if you complete, sign and return the Ballot labeled for that Class of Claims or Interests in accordance with the instructions on that Ballot;
- e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL OWNER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL HOLDER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-5B

(Form of LPC Master Ballot for Classes 7, 8 and 9 – Voting Nominees)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re: : **Chapter 11**
:
LEXINGTON PRECISION CORPORATION, : **Case No. 08-11153 (MG)**
:
Debtor. : **(Jointly Administered)**
:
-----X

**MASTER BALLOT FOR RECORD HOLDERS OF CLASS ____
[INSERT NAME OF CLASS] IN LEXINGTON PRECISION CORPORATION**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Precision Corporation ("LPC"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class ____ (__[INSERT NAME OF CLASS]__) consists of _____
in LPC. **THIS MASTER BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF
BENEFICIAL HOLDERS OF [INSERT NAME OF CLASS] IN LPC.**

This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a "Voting Nominee"); or as the proxy holder of a Voting Nominee or beneficial holder for the [INSERT NAME OF CLASS] in LPC, to transmit to the Solicitation Agent the votes of such beneficial holders in respect of their [INSERT NAME OF CLASS] in LPC (as defined under the Proposed Plan) to accept or reject the Proposed Plan.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Certification of Authority to Vote. The undersigned certifies that as of _____
____, 2009 (the "Record Date" under the Proposed Plan), the undersigned (please check appropriate box):

- ☐ Is a broker, bank, or other nominee for the beneficial holders of the amount of [INSERT NAME OF CLASS] in LPC listed in Item 2 below, and is the registered holder of such securities, or

- ☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the amount of the [INSERT NAME OF CLASS] in LPC listed in Item 2 below, or
- ☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial holder, that is the registered holder of the amount of [INSERT NAME OF CLASS] in LPC listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Proposed Plan, on behalf of Interests held by the beneficial holders of the [INSERT NAME OF CLASS] in LPC described in Item 2.

Item 2. **Vote.** The undersigned transmits the following votes of beneficial holders in respect of their [INSERT NAME OF CLASS] in LPC, and certifies that the following beneficial holders of the [INSERT NAME OF CLASS] in LPC, as identified by their respective customer account numbers set forth below, are beneficial holders of such securities as of the Record Date, and have delivered to the undersigned, as Voting Nominee, their ballots ("Beneficial Holder Ballots") casting such votes. Indicate in the appropriate column the amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial holder must vote all of his, her, or its [INSERT NAME OF CLASS] in LPC to accept or to reject the Proposed Plan and may not split such vote.

Your Customer Account Number for Each Beneficial Holder of [INSERT DESCRIPTION OF INTEREST] Interests	Principal Amount of [INSERT DESCRIPTION OF INTEREST] Interests Voted to ACCEPT or REJECT Proposed Plan*	
	ACCEPT	REJECT
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
TOTALS:	\$	\$

* In order to vote on the Proposed Plan, the beneficial holder must have checked a box in item 2 to ACCEPT or REJECT the Proposed Plan on its individual Beneficial Holder Ballot. By order of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), if the beneficial holder did not check a box in Item 2 on its individual Beneficial Holder Ballot, its vote will not be counted.

Item 3. **Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial holder of the Interests in LRGi listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges

that the solicitation of votes for the Proposed Plan is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Voting Nominee:

(Print or Type)

Participant Number: _____

Name of Proxy Holder or Agent for Voting
Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____
(Including Area Code)

Date Completed: _____

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE/SOLICITATION AGENT:

The Voting Deadline is 4:00 p.m. (prevailing Eastern Time) on _____, 2009, unless extended by the Plan Proponents in writing. To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, you must complete, sign, and return the Master Ballot so that it is actually received by the Solicitation Agent, before the Voting Deadline. The Solicitation Agent is:

FINANCIAL BALLOTING GROUP LLC
ATTN: LEXINGTON PRECISION CORPORATION BALLOT TABULATION
757 THIRD AVENUE, 3RD FLOOR
NEW YORK, NEW YORK 10017 (646) 282-1800

The Master Ballot will not be accepted by telecopy, facsimile, or other electronic means of transmission.

HOW TO VOTE:

If you are both the registered owner and the beneficial holder of the Interest in LPC and you wish to vote any Interests in LPC held on account thereof, you may complete, execute, and return to the Solicitation Agent either an individual Beneficial Holder Ballot or a Master Ballot.

If you are transmitting the votes of any beneficial holders of Interests in LRGI other than yourself, you may either:

1. "Prevalidate" the individual Beneficial Holder Ballot contained in the materials sent out in connection with the voting and solicitation of the Proposed Plan (collectively, the "Solicitation Package") and then forward the Solicitation Package to the beneficial holder of the Interest in LPC for voting within five (5) business days after the receipt by such Voting Nominee of the Solicitation Package, with the beneficial holder then returning the individual Beneficial Holder Ballot directly to the Solicitation Agent in the return envelope to be provided in the Solicitation Package. A Voting Nominee "prevalidates" a Beneficial Holder Ballot by indicating thereon the record holder of the Interest voted, the amount of the Interest in LPC held by the beneficial holder, and the appropriate account numbers through which the beneficial holder's holdings are derived. The beneficial holder shall return the "prevalidated" Beneficial Holder Ballot to the Solicitation Agent;

OR

2. Forward the Solicitation Package to the beneficial holder of the Interests in LPC for voting together with a return envelope provided by and addressed to the Voting Nominee, with the beneficial holder then returning the individual Beneficial Holder Ballot to the Voting Nominee. In such case, the Voting

Nominee will tabulate the votes of its respective beneficial holders on a Master Ballot that will be provided to the Voting Nominee separately by the Solicitation Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Solicitation Agent. The Voting Nominee should advise the beneficial holders to return their individual Beneficial Holder Ballots to the Voting Nominee by a date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to the Solicitation Agent so that the Master Ballot is actually received by the Solicitation Agent by the Voting Deadline.

With respect to all Beneficial Holder Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Proposed Plan in Item 2 of the Master Ballot, as transmitted to you by the beneficial holders of the Interests in LPC. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial holder, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial holder and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS EQUITY INTERESTS EITHER TO ACCEPT OR REJECT THE PROPOSED PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL HOLDER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE SOLICITATION AGENT IMMEDIATELY.** By order of the Bankruptcy Court, any Beneficial Holder Ballot that is signed, dated, and timely received, but does not indicate acceptance or rejection of the Proposed Plan will not be counted;
- c. Review the certification in Item 3 of the Master Ballot;
- d. Sign and date the Master Ballot, and provide the remaining information requested;
- e. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- f. Contact the Solicitation Agent if you need any additional information; and
- g. Deliver the completed, executed Master Ballot so as to be received by the Solicitation Agent before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a beneficial holder, either forward such Beneficial Holder Ballot (along with your Master Ballot) to the Solicitation Agent or retain such Beneficial Holder Ballot in your files for one year from the Voting Deadline.

PLEASE NOTE:

The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Proposed Plan. Holders should not surrender, at this time, certificates representing their securities. Neither the Plan Proponents nor the Solicitation Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Holder Ballot nor Master Ballot shall constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the plan. We will, however, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Holder Ballots and other enclosed materials to the beneficial holders of the Interest held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Holder Ballots.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE PLAN PROPONENTS OR THE SOLICITATION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PROPOSED PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL OWNER BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.